

Hemnet Group AB (publ) – Proposal by the Board of Directors for a resolution on (A) the implementation of a long-term performance share program (Performance Share Program 2026/2029) and (B) purchase and transfer of ordinary shares to participants under the Performance Share Program 2026/2029 (item 19)

The Board of Directors proposes that the Annual General Meeting resolves on (A) the implementation of a long-term performance share program (“**Performance Share Program 2026/2029**”) and (B) purchase and transfer of ordinary shares to participants under the Performance Share Program 2026/2029. If the Annual General Meeting does not support the proposal in item (B), the Board of Directors proposes that (C) delivery of shares under the Performance Share Program 2026/2029 shall be conducted through entering into a share swap agreement with a third party.

Background and rationale

The Board of Directors considers it to be in the interest of the company and the shareholders that the employees in the company are made part of the company’s development by being offered participation in the Performance Share Program 2026/2029. The Board of Directors believes that the implementation of the Performance Share Program 2026/2029 would contribute to the company’s possibilities to retain and attract competence and to increase motivation for the employees in the company by being involved in and working towards the performance targets, which aims at supporting the long-term ambitions of Hemnet. The Board of Directors further deems it beneficial for the company and the shareholders to encourage the employee’s long-term ownership of Hemnet’s shares, thereby aligning the employees’ interests with the interests of the shareholders. The performance targets in Series C (see below) are designed to incentivise sustainable growth by rewarding the company’s revenue development combined with maintained high customer and partner satisfaction and are therefore contributing to a long-term robust company as well as the sustained development of Hemnet’s position in the Swedish property market.

The Board of Directors’ proposal includes (A) the implementation of the Performance Share Program 2026/2029, (B) purchase and transfer of ordinary shares to participants in the Performance Share Program 2026/2029 and, in the event the Annual General Meeting does not support item (B), (C) delivery of shares under the Performance Share Program 2026/2029 through the company entering into a share swap agreement with a third party.

A. The Board of Directors’ proposal for resolution on implementation of the Performance Share Program 2026/2029

Participants in Performance Share Program 2026/2029

The Performance Share Program 2026/2029 is proposed to be directed to all employees, corresponding to a maximum of 175 individuals divided between four categories: one category consisting of the CEO (one (1) individual) (“**Category 1**”),

one category consisting of the members of the Group Management Team (six (6) individuals) (“**Category 2**”), one category consisting of Executive Specialists & Leaders (six (6) individuals) (“**Category 3**”) and one category consisting of other employees (162 individuals) (“**Category 4**”).

In addition to these 175 participants, the Board of Directors proposes that the Annual General Meeting resolves to approve that up to ten (10) additional individuals (one (1) individual in Category 2, one (1) individual in Category 3 and eight (8) individuals in Category 4) may be offered to participate in the Performance Share Program 2026/2029, however, no later than 31 October 2026.

Investment requirement

Participation in the Performance Share Program 2026/2029 is conditional upon that the participant makes an own investment in shares in Hemnet and/or that the participant already holds shares in Hemnet (the “**Investment Shares**”) and that the participant allocates the Investment Shares to the Performance Share Program 2026/2029. The allocation of the Investment Shares must be made no later than 12 June 2026. The Board of Directors shall be entitled to postpone the deadline for allocation of Investment Shares.

The participants may choose to invest in 50 percent or 100 percent of the following number of Investment Shares:

Category	Participant(s)¹	Maximum number of Investment Shares per participant
1	Chief Executive Officer	3,455 Investment Shares
2	Group Management Team (participants: 7)	1,755 Investment Shares
3	Executive Specialists & Leaders (participants: 7)	490 Investment Shares
4	Other employees (participants: 170)	300 Investment Shares
Total:		70,170 Investment Shares

Performance share rights

Each participant in the Performance Share Program 2026/2029 will be granted a certain number of performance share rights (“**Performance Share Rights**”) free of charge. Each Performance Share Right gives the holder the right to receive one (1) share in Hemnet (“**Performance Shares**”), free of charge, from Hemnet or a designated third party, subject to fulfilment of the conditions for receiving Performance Shares. The allocation of the Performance Shares is also subject to potential recalculation, as set out below. The Performance Share Rights shall not constitute securities and are not transferable.

¹ Including potential additional participants (up to ten (10) additional participants, as described above).

Granting of Performance Share Rights to the participants will take place on or around 16 June 2026. The Board of Directors shall be entitled to postpone the granting of Performance Share Rights.

A participant will only be eligible to receive Performance Shares if:

- the minimum performance target levels, as described below, are reached,
- the participant has remained in their employment with the company during the period starting on 16 June 2026 and ending immediately following the day of announcement of the interim financial report for the first quarter in 2029 (the “**Vesting Period**”), and
- the Investment Shares have been retained by the participant during the entire Vesting Period.

Allotment of Performance Shares will, if the conditions are fulfilled, take place as soon as practicably possible following the expiration of the Vesting Period.

Participants in Categories 1 and 2 receive ten (10) Performance Share Rights for each Investment Share. Participants in Category 3 receive six (6) Performance Share Rights for each Investment Share, and participants in Category 4 receive three (3) Performance Share Rights for each Investment Share. The Performance Share Rights are divided into Performance Share Rights of Series A, Series B and Series C.

Of the ten (10) Performance Share Rights that the participants in Categories 1 and 2 receive for each Investment Share, one (1) shall be a Performance Share Right of Series A, six (6) shall be Performance Share Rights of Series B, and three (3) shall be Performance Share Rights of Series C.

Of the six (6) Performance Share Rights that the participants in Category 3 receive for each Investment Share, one (1) shall be a Performance Share Right of Series A, three (3) shall be Performance Share Rights of Series B, and two (2) shall be Performance Share Rights of Series C.

Of the three (3) Performance Share Rights that the participants in Category 4 receive for each Investment Share, one (1) shall be a Performance Share Right of Series A, one (1) shall be a Performance Share Right of Series B, and one (1) shall be a Performance Share Right of Series C.

The maximum number of Performance Shares that may be allotted to the participants after the end of the Vesting Period is 355,000, including compensation for dividend (if any).

The extent (if any) to which the participant’s Performance Share Rights will entitle them to the allocation of Performance Shares after the end of the Vesting Period will be determined on the basis of the degree of fulfilment of the performance conditions that are described below.

Performance Share Rights of Series A - TSR development (A)

Allotment requires a cumulative Total Shareholder Return (TSR) for Hemnet's share of at least 7.5 percent during the period March 2026 to March 2029.

TSR is defined as the total return on the share, calculated including reinvested dividends. To ensure a stable assessment of performance, the TSR development will be calculated based on the average closing price of Hemnet's share on Nasdaq Stockholm for all trading days in March 2026, compared with the corresponding period in March 2029.

Performance Share Rights of Series B - TSR development (B)

Allotment requires that the average annual TSR development for Hemnet's share during the period from March 2026 to March 2029, calculated based on the average closing price of Hemnet's share on Nasdaq Stockholm for all trading days in March 2026, compared with the corresponding period in March 2029, amounting to at least 7.5 percent. Allotment is linear between 7.5 percent and the maximum level which is 15.0 percent.

Performance Share Rights of Series C – Average Agent Satisfaction (C1), Seller NPS (C2) and Buyer NPS (C3)

Full allotment requires a positive development in each of the key performance metrics Average Agent Satisfaction, Seller NPS and Buyer NPS in the first quarter of 2029 compared to the first quarter of 2026. The key performance metrics are measured independently and are equally weighted (meaning that a positive development in only one of these key performance metrics results in the allotment of one third (1/3) of the full allotment of Performance Share Rights of Series C, a positive development in two of these key performance metrics results in the allotment of two thirds (2/3) of the full allotment of Performance Share Rights of Series C, and a positive development in three of these key performance metrics results in full allotment of Performance Share Rights of Series C) and are calculated in accordance with the following:

C1 – Average Agent Satisfaction: The key performance metric is calculated using the common practice methodology for Customer Satisfaction Index (Sw: *Nöjd-Kund-Index*), whereby the majority of active agents over the course of a year answers three questions reflecting different aspects of customer satisfaction. The survey is distributed quarterly.

C2 – Seller NPS: The key performance metric is calculated using the common practice methodology for Net Promoter Score, whereby property sellers are asked whether they would be willing to recommend a friend or a colleague to list on Hemnet. The survey is distributed to all property sellers having listed on Hemnet.

C3 – Buyer NPS: The key performance metric is calculated using common practice methodology for Net Promoter Score, whereby prospective property buyers, after confirming that they have purchased a property within a four-month period, are asked whether they would be willing to recommend Hemnet to a friend or a colleague who is planning to purchase a property.

Recalculation

In order to align the participants' and shareholders' interests, Hemnet will compensate for dividends and other value transfers to the shareholders during the Vesting Period by increasing the number of shares that each Performance Share Right entitles the participant to receive. The number of Performance Shares that each Performance Share Right may entitle to shall also be re-calculated in the event of a bonus issue, share split, reverse share split, and, if deemed reasonable and practicable by the Board of Directors, similar events impacting the number of shares in Hemnet Group AB (publ).

Hedging arrangements

In order to implement the Performance Share Program 2026/2029 in a cost-efficient manner, the Board of Directors has considered different methods for securing delivery of shares to the participants. The Board of Directors has thereupon concluded that the most cost-efficient alternative is, and thus proposes that the General Meeting resolve on, the purchase and transfer free of charge of repurchased own shares to participants in the Performance Share Program 2026/2029. The detailed terms and conditions for the Board of Directors' main proposal are set out under item (B) below.

The Board of Directors has resolved not to propose that the Annual General Meeting authorise the Board of Directors to resolve upon purchases of own shares in order to secure, from a cash flow perspective, payments relating to social security contributions arising from the Performance Share Program 2026/2029.

Should the majority required for the resolution to transfer the company's own shares not be reached, the Board of Directors proposes that Hemnet instead shall be able to enter into a share swap agreement with a third party, in accordance with item (C) below.

Dilution

Neither of the hedging alternatives proposed by the Board of Directors (as described under the heading "*Hedging arrangements*" above and in items (B) and (C) below) will result in an increase in the number of shares in the company and, consequently, no dilution will occur for existing shareholders as a result of the Performance Share Program 2026/2029.

Miscellaneous

A resolution on participation in, or implementation of, the Performance Share Program 2026/2029 requires that the participation is legally possible and that the Board of Directors determines that participation or implementation can be carried out with reasonable administrative costs and financial efforts.

The Board of Directors shall be responsible for the design and administration of the Performance Share Program 2026/2029 within the framework of the main terms set out above, including resolving on the final timetable for the Performance Share Program 2026/2029, and shall have the right to make such minor adjustments to these conditions as may be required by law or for administrative reasons. The Board of Directors shall also have the right to make such adjustments or deviations from the terms as are required under local laws and regulations and existing market practices.

B. The Board of Directors' proposal for purchase and transfers of the company's ordinary shares to participants in the Performance Share Program 2026/2029

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board of Directors to, for the period until the next Annual General Meeting, resolve on purchases of a maximum of 355,000 ordinary shares in Hemnet on Nasdaq Stockholm, at a price per share within the prevailing price range at the time of acquisition, and the price may not exceed the higher of the price of the most recent independent trade and the highest current independent bid on Nasdaq Stockholm.

The purpose of the proposed authorisation is to enable delivery of Performance Shares to the participants under the Performance Share Program 2026/2029.

The Board of Directors further proposes that the Annual General Meeting resolve that the transfer of a maximum of 355,000 ordinary shares in Hemnet may be carried out in accordance with the conditions set out below.

The number of shares is calculated based on the maximum possible participation in the Performance Share Program 2026/2029, with a buffer for potential dividend compensation, and corresponds to approximately 0.38 percent of the total number of outstanding shares in the company as of the date of this proposal.

Ordinary shares in Hemnet may be transferred to participants in the Performance Share Program 2026/2029. Transfers of shares to the participants in the Performance Share Program 2026/2029 shall be made without consideration and carried out at the time when, and subject to the conditions under which, participants in the Performance Share Program 2026/2029 are entitled to receive Performance Shares.

The number of ordinary shares in Hemnet that may be transferred under the Performance Share Program 2026/2029 may be subject to re-calculation in the event of a bonus issue, share split, reverse share split, rights issue and similar events impacting the number of shares in Hemnet Group AB (publ).

C. The Board of Directors' proposal for a share swap agreement with a third party

If the required majority is not obtained for item (B) above, the Board of Directors proposes that the Annual General Meeting resolve to secure delivery of shares under the Performance Share Program 2026/2029 by the company entering into a share swap agreement with a third party, whereby the third party, in its own name, shall acquire and transfer shares in the company to the participants in the Performance Share Program 2026/2029. The relevant number of shares in this context shall correspond to the number of shares proposed in item (B) above.

Costs for the Performance Share Program 2026/2029

The costs for the Performance Share Program 2026/2029 will be accounted for in accordance with IFRS 2 – Share-based Payments (Sw. *Aktiebaserade ersättningar*). Expected social security contributions will be accounted for in the profit and loss account distributed over the Vesting Period.

The calculation has been made based on the quoted closing price of Hemnet's share as of 12 March 2026, i.e. SEK 125.20 per share, and the following assumptions: (i) dividends in line with consensus estimates, (ii) an estimated annual employee turnover of 10 percent, (iii) an average fulfilment of the non-market-related performance targets of 50 percent, and (iv) allotment of no more than 330,980 Performance Shares. In addition to what is set forth above, the costs for the Performance Share Program 2026/2029 have been calculated based on the assumption that the program comprises a maximum of 185 participants and that each participant makes a maximum investment.

The total costs for the Performance Share Program 2026/2029, calculated in accordance with IFRS 2, are estimated to approximately SEK 13.4 million excluding social security contributions (SEK 18.3 million if the average fulfilment of the non-market-related performance targets is 100 percent). The costs for social security contributions are estimated to amount to approximately SEK 7.9 million, based on the assumptions above and assuming that the average annual positive TSR amounts to 11.25 percent during the term of the Performance Share Program 2026/2029 and that the social security tax rate amounts to 31.42 percent (SEK 10.0 million if the average fulfilment of the non-market-related performance targets is 100 percent).

The Board of Directors considers the positive effects expected to result from the Performance Share Program 2026/2029 to outweigh the costs attributable to the Performance Share Program 2026/2029.

Effects on key metrics and dilution

The group's result for the last 12 months (January – December 2025) amounts to SEK 520.6 million. Assuming an equal distribution of costs over the Vesting Period, the annual cost of the Performance Share Program 2026/2029 is equivalent to SEK 7.4 million, which corresponds to 1.13 percent of the result for the last 12-month period.

Full allotment of Performance Shares, including the buffer for potential dividend compensation, would mean that the total number of shares under the Performance Share Program 2026/2029 amounts to no more than 355,000 ordinary shares, corresponding to 0.38 percent of the number of outstanding shares in the company as of the date of this proposal.

Existing incentive programs in Hemnet

The company currently has one ongoing warrant program (Warrant Program 2023/2027), and two ongoing performance share programs (Performance Share Program 2024/2027 and Performance Share Program 2025/2028). The incentive programs are described in more detail in Hemnet's annual report for the financial year 2025 and in Hemnet's remuneration report for the financial year 2025.

Preparation of the proposal

The proposal has been prepared by the Remuneration Committee and the Board of Directors together with external advisors.

Majority requirements

The Annual General Meeting's resolution regarding the implementation of the Performance Share Program 2026/2029 in accordance with item (A) above is conditional upon that the Annual General Meeting resolve in accordance with the Board of Directors' proposal in item (B) above or, alternatively, if item (B) is not supported by the Annual General Meeting, in accordance with the Board of Directors' proposal in item (C) above.

A valid resolution in accordance with item (A) above requires a majority of more than half of the votes cast at the Annual General Meeting. In order for a resolution under item (B) to be valid, shareholders representing no less than nine tenths (9/10) of both the votes cast, and the shares represented at the Annual General Meeting, must vote in favour of the proposal. A resolution in accordance with item (C) requires a majority of more than half of the votes cast at the Annual General Meeting.

Stockholm, March 2026

Hemnet Group AB (publ)

The Board of Directors